

OFFICIAL FILE
ILL. C. C. DOCKET NO. 00-0439
IP EXHIBIT NO. 28
Witness _____
Date 04/12/01 Reported by CB

ILLINOIS
COMMERCE COMMISSION
MAY 14 1 10 PM '01
CHIEF CLERK'S OFFICE

ILLINOIS POWER COMPANY

Illinois Power Company's Response to Staff Data Request DLH-007 Docket 00-0439

- DLH-007:** This request concerns "affiliated interest" as defined in Section 7-101 of the Illinois Public Utilities Act.
- a. Provide a list of the persons or corporations that are "affiliated interests" of the Company.
 - b. Itemize expenditures made by the Company during the reconciliation period directly to any "affiliated interests" for any environmental activities including the investigation and remediation of the residues from MGP operations.
 - c. Itemize expenditures made by the Company during the reconciliation period indirectly to any "affiliated interests" for any environmental activities including the investigation and remediation of the residues from MGP operations.
 - d. Provide the Docket Number and Order date for the Illinois Commerce Commission Order(s) approving the "affiliated interests" transactions described in parts b and c.

Response:

- a. Illinois Power, its parent company, and its affiliates in 1999 – along with the directors and officers of each – are listed in Attachment DLH-007.1
- b. Illinova Resource Recovery, an affiliated interest, provided remediation services to Illinois Power during 1999. The amounts of each transaction are shown in Attachment DLH-007.2.
- c. No indirect expenses to affiliated interests were incurred.
- d. A Notice of Asset Transfer regarding Illinois Power's transfer of Baldwin Thermal Treatment Plant assets and operations to Illinova Resource Recovery was filed with the ICC on April 14, 1998 and effective on May 14, 1998. Due to the provisions of the PUA and the nature of the filing, no docket number was issued, nor was Commission approval required.

Illinois Power Company
P.O. Box 511
Decatur, IL 62525-0511



December 7, 1999

Ms. Donna M. Caton
Chief Clerk
Illinois Commerce Commission
527 East Capitol Avenue
P.O. Box 19280
Springfield, Illinois 62794-9280

Dear Ms. Caton:

The original and two copies of Illinois Power Company's current list of affiliated interests, submitted under 83 IL Admin. Code 450.130 (a) and (b), are attached.

Please time-stamp the additional copy of this cover letter and return it to me, as proof of filing.

Very truly yours,

Michelle R. Grohne
Regulatory Services

Attachments

c: Joe Lakshmanan

Mary Selvaggio, Director of Accounting
Debi Barr-Holquist, Manager of the Consumer Services Division
Illinois Commerce Commission
527 East Capitol Avenue
P.O. Box 19280
Springfield, Illinois 62794-9280

ILLINOVA

CORPORATION AND SUBSIDIARIES

Officers and Directors as of December 1, 1999

Illinova and Illinois Power Directors:

J. Joe Adorjan
Charles E. Bayless
C. Steven McMillan
Robert M. Powers
Sheli Z. Rosenberg

Walter D. Scott
Joe J. Stewart
Ronald L. Thompson
Marilou von Ferstel
John D. Zeglis

Illinova Officers:

Chairman, President and Chief
Executive Officer
Senior Vice President and Chief
Administrative Officer
Chief Financial Officer, Treasurer
and Controller
Senior Vice President and Chief
Legal Officer
Senior Vice President
General Counsel and Corporate
Secretary
Assistant Corporate Secretary
Assistant Corporate Secretary

Charles E. Bayless

George W. Miraben

Larry F. Altenbaumer

William B. Conway, Jr.

Alec G. Dreyer
Leah Manning Stetzner

Elizabeth A. O'Donnell
Sondra Coopridner

Illinois Power Officers:

Chairman, President and Chief
Executive Officer
Senior Vice President and Chief
Administrative Officer
Senior Vice President and Chief
Financial Officer
Senior Vice President and Chief
Legal Officer
Senior Vice President
Senior Vice President
Senior Vice President
Vice President
Vice President
Vice President
Vice President
Vice President, General Counsel
and Corporate Secretary

Charles E. Bayless

George W. Miraben

Larry F. Altenbaumer

William B. Conway, Jr.

Alec G. Dreyer
Paul L. Lang
David W. Butts
Richard W. Eimer
Kim B. Leftwich
Robert D. Reynolds
Robert A. Schultz
Leah Manning Stetzner

ILLINOVA

Controller	Cynthia G. Steward
Treasurer	Eric B. Weekes
Chief Nuclear Officer	John P. McElwain**
Assistant Treasurer	Daniel L. Mortland
Assistant Corporate Secretary	Elizabeth A. O'Donnell
Assistant Corporate Secretary	Sondra Coopridge

** Mr. McElwain, an employee of PECO, is contracted to Illinois Power.

ILLINOVA

CORPORATION AND SUBSIDIARIES

Officers and Directors as of December 1, 1999

Illinova Energy Partners, J. Joe Adorjan and Illinova Generating Directors:	Charles E. Bayless C. Steven McMillan Robert M. Powers Sheli Z. Rosenberg	Walter D. Scott Joe J. Stewart Ronald L. Thompson Marilou von Ferstel John D. Zeglis
Illinova Energy Partners Officers:	President Senior Vice President Vice President Vice President Vice President Corporate Secretary Assistant Corporate Secretary Assistant Corporate Secretary	David W. Butts Ralph F. Tschantz Laurie Q. McTavish Gerald P. O'Connor Thomas M. Rainwater Leah Manning Stetzner Elizabeth A. O'Donnell Sondra Coopridge
Illinova Generating Officers:	President Senior Vice President Vice President Vice President Corporate Secretary Treasurer Controller Assistant Corporate Secretary Assistant Corporate Secretary	Alec G. Dreyer Michael R. Heneghan Gary L. Hickey John D. Prunkl Leah Manning Stetzner James D. Taylor Russell J. Naylor Elizabeth A. O'Donnell Sondra Coopridge
Illinova Insurance Company Directors:	Larry F. Altenbaumer Charles E. Bayless Peter A. Joy	C. Steven McMillan Walter D. Scott
Illinova Insurance Company Officers:	President and Treasurer Secretary Assistant Treasurer/Assistant Secretary	Larry F. Altenbaumer Elizabeth A. O'Donnell Peter A. Joy
Illinova Business Enterprises, Inc. Directors:	Larry F. Altenbaumer Charles E. Bayless Paul L. Lang	

CORPORATION AND SUBSIDIARIES

Officers and Directors as of December 1, 1999

Illinova Business Enterprises, Inc.	President	Charles E. Bayless
Officers:	Treasurer	Larry G. Altenbaumer
	Corporate Secretary	Elizabeth A. O'Donnell

Illinois Power Fuel	Larry F. Altenbaumer
Directors:	Charles E. Bayless

Illinois Power Fuel	President	Charles E. Bayless
Officers:	Secretary	Leah Manning Stetzner
	Treasurer and Assistant Secretary	Larry F. Altenbaumer
	Assistant Treasurer	Eric B. Weekes

IP Gas Supply	Larry F. Altenbaumer
Directors:	Charles E. Bayless
	Kim B. Leftwich
	Paul L. Lang

IP Gas Supply	President	Charles E. Bayless
Officers:	Vice President, Treasurer and Assistant Secretary	Larry F. Altenbaumer
	Vice President	Paul L. Lang
	Secretary	Leah Manning Stetzner
	Assistant Treasurer	Eric B. Weekes
	Assistant Treasurer	Cynthia G. Steward

Illinova Electric Partners Inc.	President	Thomas M. Rainwater
Officers:	Vice President	Gerald P. O'Connor

Illinois Power Special Purpose Trust
 First Union Trust Company
 National Association
 One Rodney Square
 920 King Street, 1st Floor
 Wilmington, DE 19801

ILLINOVA

Illinois Power Securitization Limited Liability Company
Corporation Trust Center
1209 Orange Street
Wilmington, DE 19801

CORPORATION AND SUBSIDIARIES

Officers and Directors as of December 1, 1999

Illinois Power Financing I
c/o The Corporation Trust Company
1209 Orange Street
Wilmington, DE 19801

EMC/Illinova Energy	Gerald P. O'Connor
Partners Directors:	Thomas M. Rainwater
(IEP Sub)	George T. Justice

Tenaska Marketing	Gerald P. O'Connor
Ventures Directors:	Thomas M. Rainwater
(IEP Sub)	

EDI/Illinova, Inc. Directors:	Thomas M. Rainwater
(IEP Sub)	Gerald P. O'Connor

Quality Energy Services, Inc. Directors (IEP Sub):	Laurie Q. McTavish
	Gerald P. O'Connor

Electric Energy, Inc. Directors (for IGC):	Alec G. Dreyer
	John D. Prunkl

ADDITIONAL BOARD MEMBERSHIPS

AS OF DECEMBER 1, 1999

DIRECTORS

J. Joe Adorjan

Borg-Warner Security Corporation
Hussman Corporation
The Earthgrains Company
ESCO Electronics Corporation
Goss Graphics Systems, Inc.

Charles E. Bayless

Trigen Energy Corporation

C. Steven McMillan

Sara Lee Corporation
Pharmacia & UpJohn
Delta Galil Industries, Ltd.

Robert M. Powers

A. E. Staley Manufacturing Company

Sheli Z. Rosenberg

Capital Trust
Anixter International, Inc.
Equity Office Properties Trust
Equity Residential Properties Trust
CVS Corporation
Manufactured Home Communities, Inc.

Walter D. Scott

Neodesic Corporation
Intermatic Incorporated

Ronald L. Thompson

Teachers Insurance and Annuity Association
Ryerson Tull

Marilou von Ferstel

Walgreen Company

John D. Zeglis

AT&T
Helmerich & Payne Corporation
Sara Lee Corporation
Liberty Media Group

Larry F. Altenbaumer

Decatur Memorial Hospital Health Systems

David W. Butts

Decatur Memorial Foundation
National City Bank of Decatur

ADDITIONAL BOARD MEMBERSHIPS

OFFICERS

Leah Manning Stetzner

University of North Dakota Foundation
University of Alumni Association
Easter Seals

Company Name	Officers	Directors
Illinova Generating Company	AG Dreyer-Pres; MR Heneghan-Senior VP, GL Hickey-VP, LM Stetzner-Sec JD Prunkl-VP	LD Haab, RM Powers, RJ Thompson, CS McMillan, WD Scott, WM Vannoy, JD Zeglis, SZ Rosenberg
ILLINOIS CORPORATIONS		
IGC Acquisitions, Inc.	AG Dreyer-Pres; MR Heneghan-VP, GL Hickey-VP, LM Stetzner-Sec	AG Dreyer, MR Heneghan; GL Hickey, JD Prunkl
IGC Brazos, Inc.	AG Dreyer-Pres; MR Heneghan-VP, GL Hickey-VP, LM Stetzner-Sec	AG Dreyer; MR Heneghan; GL Hickey; JD Prunkl
IGC Development Company	AG Dreyer-Pres; MR Heneghan-VP, GL Hickey-VP, LM Stetzner-Sec	AG Dreyer; MR Heneghan; GL Hickey; JD Prunkl
IGC Solutions, Inc.	AG Dreyer-Pres; MR Heneghan-VP, GL Hickey-VP, LM Stetzner-Sec	AG Dreyer; MR Heneghan; GL Hickey, JD Prunkl
IGC Grimes County, Inc.	AG Dreyer-Pres; MR Heneghan-VP, GL Hickey-VP, LM Stetzner-Sec	AG Dreyer; MR Heneghan; GL Hickey; JD Prunkl
Illinova Resource Recovery, Inc.	JD Prunkl-Pres; MR Heneghan-VP, WH Wills-VP, LM Stetzner-Sec	AG Dreyer; MR Heneghan; GL Hickey, JD Prunkl
IGC Krishnapatnam Company	AG Dreyer-Pres; MR Heneghan-VP, GL Hickey-VP, LM Stetzner-Sec	AG Dreyer; MR Heneghan; GL Hickey, JD Prunkl
IPG Eastern, Inc.	AG Dreyer-Pres; MR Heneghan-VP, GL Hickey-VP, LM Stetzner-Sec	AG Dreyer; MR Heneghan; GL Hickey, JD Prunkl
IPG Ferndale, Inc.	AG Dreyer-Pres; MR Heneghan-VP, GL Hickey-VP, LM Stetzner-Sec	AG Dreyer; MR Heneghan; GL Hickey; JD Prunkl
IPG Frederickson, Inc.	AG Dreyer-Pres; MR Heneghan-VP, GL Hickey-VP, LM Stetzner-Sec	AG Dreyer; MR Heneghan; GL Hickey; JD Prunkl
IGC Grimes Frontier, Inc.	AG Dreyer-Pres; MR Heneghan-VP, GL Hickey-VP, LM Stetzner-Sec	AG Dreyer; MR Heneghan; GL Hickey; JD Prunkl
IPG Paris, Inc.	AG Dreyer-Pres; MR Heneghan-VP, GL Hickey-VP, LM Stetzner-Sec	AG Dreyer; MR Heneghan; GL Hickey; JD Prunkl
IPG Western, Inc.	AG Dreyer-Pres; MR Heneghan-VP, GL Hickey-VP, LM Stetzner-Sec	AG Dreyer; MR Heneghan; GL Hickey, JD Prunkl
White Oak Energy Investors, Inc.	AG Dreyer-Pres; MR Heneghan-VP, GL Hickey-VP, LM Stetzner-Sec	AG Dreyer; MR Heneghan; GL Hickey; JD Prunkl
CAYMAN COMPANIES		
FIG Equipment, LLC	MR Heneghan-Sec	None
FIG Leasing International III, Inc.	MR Heneghan-Sec	MR Heneghan, MA Royo
FIG Leasing International, Inc.	MR Heneghan-Sec	MR Heneghan, MA Royo
IGC Aguaylia Partners, LLC	MR Heneghan-Sec	None
IGC ELCO Partnership, LLC	MR Heneghan-Sec	None
IGC Flores Loanco, LLC	MR Heneghan-Sec; DJ Ennen, PE Woolard, TA Hart-Ass't Sec	None
IGC Flores Partnership II, LLC	MR Heneghan-Sec	None
IGC Flores Partnership, LLC	MR Heneghan-Sec	None
IGC International II, Inc.	MR Heneghan-Pres; GL Hickey-VP; JD Prunkl-VP; DJ Ennen-Secretary AS Ricker & TA Hart-Assistant Secretaries	AG Dreyer; MR Heneghan; GL Hickey
IGC International, Inc.	AG Dreyer-Pres; MR Heneghan-VP&Sec; GL Hickey-VP; DJ Ennen-Ass't Sec PE Woolard-Ass't Sec; TA Hart-Ass't Sec	AG Dreyer; MR Heneghan; GL Hickey
IGC Jamaica Partnership, LLC	MR Heneghan-Sec	None
IGC Uch, LLC	MR Heneghan-Sec	None
Operaciones de Arequipa, LLC	GL Hickey-Pres; MR Heneghan-VP; DJ Ennen-VP& Ass't Sec	None

Tenaska-IG International, LLC	JC Bancks-Pres; MR Heneghan-VP; DJ Ennen-VP & Sec	Tenaska Holdings, IGC Uch, LLC
Fuerza Electrica de Latinoamerica, LLC	RL Crowell-Pres; GL Hickey-VP; DJ Ennen-Sec; AS Ricker-Ass't Sec	None
IGC (Encoe), LLC	LE Bleveans-Pres; JD Taylor-VP; DJ Ennen-Sec	None
IGC Vietnam Development, Inc.	JD Prunkl-Pres; RL Crowell-VP; DJ Ennen-Sec; AS Ricker-Assist Sec	MR Heneghan
IGC (Wind) LLC		
IGC Miel Inc.		MR Heneghan
IGC Azucar Inc.	JC Bancks-Pres; D Grunberg-VP; DJ Ennen-Sec; AS Ricker Assist Sec	MR Heneghan
IGC Maranon LLC	JC Bancks-Pres; GL Hickey-ExVP; IJ Rodriguez-VP; DJ Ennen-VP & Sec	None
IGC Global, Inc.	MR Heneghan-Chair & Pres, RJ Naylor-VP & Controller, DJ Ennen-VP & Sec	MR Heneghan, DJ Ennen, RJ Naylor
Maranon III, LLC	JC Bancks-Pres; I Rodriguez-VP; DJ Ennen-VP & Sec	None
IGC Chorrera, LLC	JD Taylor-Pres; Dan E. Roethemeyer-VP & CFO; DJ Ennen-VP & Sec	None
<u>MAURITIUS COMPANIES</u>		
IGC Mauritius Holding Company, Ltd.	None	T Chellen, P Jugoo, AG Dreyer, GL Hickey, MR Heneghan
IGC-STI Guna Company	None	T Chellen, P Jugoo, AG Dreyer, GL Hickey, MR Heneghan
IGC Mauritius International Company	None	T Chellen, P Jugoo, AG Dreyer, GL Hickey, MR Heneghan, PJ Themig
		JD Prunkl
		JD Prunkl
Illinova ZJ XC Company	None	T Chellen, P Jugoo, AG Dreyer, GL Hickey, MR Heneghan, PJ Themig
		JD Prunkl
<u>MISCELLANEOUS HOLDINGS</u>		
North American Energy Services	KS Seliger-Pres & CEO, GJ Canavera-VP, MR Iraola-VP, SE Bump-VP, GS Hardy-VP(and Pres of NACES), SR Skinner-VP, CFO, Treas, KR LeMaster-Sec	LD Haab, AG Dreyer, MR Heneghan, KS Seliger
Electric Energy, Inc.	R. Alan Kelley-Pres, RL Powers-VP, JM Helm-Sec/Treas, JC Thompson-Ass't Sec	DW Capone, JD Prunkl, CL Greenwalt, AG Dreyer, RA Kelley, JW Tipton, GW Moorman, CW Mueller, RO Piening, GL Rainwater, MR Whitley
COE (UK) Corp.	AG Dreyer-Pres, GL Hickey-ExVP, DJ Ennen-Sec, AS Ricker-Ass't Sec, MR Heneghan-Treas., RJ Naylor-Ass't Treas.	AG Dreyer, MR Heneghan, GL Hickey
COE (Gencoe) Corp.	AG Dreyer-Pres, GL Hickey-ExVP, DJ Ennen-Sec, AS Ricker-Ass't Sec, RJ Naylor-Ass't Sec, MR Heneghan-Treas.	AG Dreyer, MR Heneghan
Charter Oak (Paris), Inc.	JD Prunkl-Pres; RL Crowell-ExVP; RJ Naylor-VP, Treas; DJ Ennen-Sec AS Ricker-Ass't Sec	AG Dreyer, MR Heneghan, GL Hickey
ELCO Power Investment Co., LLC	DJ Ennen-Sec	
IGC-ERI Pan-Am Thermal Gen., Ltd	GL Hickey-Pres; PF Romanelli-Sec	GL Hickey, JD Prunkl, MR Heneghan, R. McVay, PF Romanelli

**1999 Coal Tar Costs
Affiliated Interests**

		Responsibility	Project				
Year	Month	Area	Project	Function	Resource	Affiliated Interests	Amount
1999	5	A831	12901	735002	225	Illinova Resource Recovery	\$ 74,512.71
1999	6	A831	13980	735002	225	Illinova Resource Recovery	96,971.10
1999	6	A831	13980	735002	225	Illinova Resource Recovery	90,409.31
1999	11	A831	13976	735002	225	Illinova Resource Recovery	<u>187,233.36</u>
							<u><u>\$ 449,126.48</u></u>

STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION

ILLINOIS COMMERCE COMMISSION

On Its Own Motion

-Vs-

Illinois Power Company

Reconciliation of revenues collected under the
Coal Tar riders with prudent costs associated
with coal tar clean up expenditures

ILLINOIS
COMMERCE COMMISSION
May 14 1 10 PM '01
Clerk's Office
00-0439

AFFIDAVIT OF BRIAN H. MARTIN

STATE OF ILLINOIS)

) SS

COUNTY OF MACON)

BRIAN H. MARTIN, being duly sworn, attests as follows:

1. I am over 21 years of age, have never been convicted of a felony, and am otherwise competent to give this affidavit.
2. All facts in this affidavit are based upon my personal knowledge.
3. I am Manager of the Environmental Services Department for Illinois Power Company, with primary responsibility for Illinois Power's manufactured gas plant and related programs.
4. If called to testify in this matter, the prepared testimony in IP Exhibit 2.1 accurately reflects what I would say.
5. The exhibits identified as IP Exhibit 2.2, IP Exhibit 2.3, IP Exhibit 2.4, IP Exhibit 2.5, IP Exhibit 2.6 and IP Exhibit 2.7 are true and accurate reproductions of the originals, which were made or kept in the ordinary course of business at Illinois Power, and over which I have custodial authority.
6. The contents of late-filed exhibits identified as IP Exhibit 2.8 and IP Exhibit 2.9 are true and accurate to the best of my belief and knowledge.

Further Affiant Sayeth Not.

Brian H. Martin
Brian H. Martin

Appearing before me this 9th day of May 2001, came Brian H. Martin, having been properly identified and personally known to me, and swore under oath that all matters in the foregoing affidavit were true and correct.

Patricia K. Spinner
Notary Public

